

BILL OF SALE

AUG 27 1979 - 11 15 PM

KNOW ALL MEN BY THESE PRESENTS: INTERSTATE COMMERCE COMMISSION

THAT the undersigned, EMONS INDUSTRIES, INC., a New York corporation (the "Company"), is the owner of the full, legal and beneficial title to the following equipment:

one hundred eighty (180) seventy ton, fifty foot boxcars bearing the following markings:

WLO 528000 through 528100, inclusive;
WLO 528103 through 528118, inclusive;
WLO 528120 through 528122, inclusive;
MPA 7714 through 7749, inclusive;
and MPA 37750 through 37773, inclusive.

THAT for and in consideration of good and valuable consideration in addition to the sum of One Dollar (\$1.00), the Company does this day of August, 1979 grant, convey, transfer, bargain and sell, deliver and set over all of its right, title and interest in and to the above described equipment unto The Chase Manhattan Bank (National Association), as Trustee, owner and lessor, under the Equipment Trust Agreement dated as of April 1, 1979 between said Trustee and the Company, and to said Trustee's successors and assigns forever.

THAT the Company hereby warrants to the said Trustee, its successors and assigns that there is hereby vested in said Trustee good and marketable title to the said equipment free and clear of all liens, security interests, claims, and encumbrances (including any leasehold interest therein other than as set forth in the five lease agreements dated August 22, 1978 between the Company, as lessor, and Waterloo Railroad Company, as lessee) and rights of others (except the rights of the Company under the said Equipment Trust Agreement) and the Company

agrees with said Trustee, its successors and assigns, that it will warrant and defend such title forever against all claims and demands whatsoever.

IN WITNESS WHEREOF, the Company has caused this instrument to be executed by its duly authorized officer this day of August, 1979.

EMONS INDUSTRIES, INC.

By: 

STATE OF NEW YORK)

: ss.:

COUNTY OF NEW YORK)

On this 24th day of August 1979, before me personally appeared ROBERT GROSSMAN, to me personally known, who, being by me duly sworn, says that he is the Chairman of the Board of Directors and Chief Executive Officer of EMONS INDUSTRIES, INC., the corporations described in and which executed the foregoing instrument; that the seal affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of the Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My Commission Expires:


NOTARY PUBLIC

JOHN F. TRIGGS

Notary Public, State of New York

No. 31-9379700

Qualified in New York County

Commission Expires March 30, 1980